

Form 808**(Revised 01/06)**

Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709

Filing Fee: See instructions

**Early Adoption of the
Business Organizations Code
By an Existing Domestic Entity**

This space reserved for office
use.

FILED
In the Office of the
Secretary of State of Texas

JUN 28 2007

Corporations Section

Entity Information

The name of the domestic entity is:

Allco, Ltd.

The date of formation of the entity is: January 1, 2003

The file number issued to the entity by the secretary of state is: 800159063

Entity Type

(Select the entity type by checking the appropriate box below.)

☐ For-profit Corporation

☐ Professional Corporation

☐ Nonprofit Corporation

☐ Professional Limited Liability Company

☐ Cooperative Association

☐ Professional Association

☐ Limited Liability Company

☒ Limited Partnership

Election to Adopt

The domestic entity voluntarily elects to adopt and become subject to the Texas Business Organizations Code by filing this statement with the secretary of state.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: 6/27/07

T. W. Harrison, L.L.C., general partner

By: T. W. Harrison

Signature and title of authorized person (see instructions)

T. W. Harrison,

President

JUN 28 2007

CERTIFICATE OF MERGER

Corporations Section

Pursuant to Section 10.151 of the Texas Business Organization Code, Allco, Ltd., a Texas limited partnership (the "Partnership"), and each of its general partners, T. W. Harrison, L.L.C., a Texas limited liability company, and E. R. Allen, L.L.C., a Texas limited liability company, (each of said limited liability companies being hereinafter sometimes referred to individually as "Company" or collectively as the "Companies"), adopt the following Certificate of Merger:

1. Attached hereto as Exhibit "A" and made a part hereof by this reference is a copy of the plan of merger to which the Partnership and the Companies are parties (the "Plan").

2. The Partnership's file number with the Texas Secretary of State is 800159063. The file number of T. W. Harrison, L.L.C. with Texas Secretary of State is 800159058. The file number of E. R. Allen, L.L.C. with the Texas Secretary of State is 800159061. The principal place of business of the Partnership and the Companies is 6720 College, Beaumont, Texas 77707. The Partnership and the Companies will not survive the merger.

3. The name, jurisdiction of organization, principal place of business address, and entity description of each organization to be created pursuant to the Plan are set forth below. The certificate of formation of the corporation to be created is being filed with this Certificate of Merger. A Texas corporation called Allco, Inc. is being created pursuant to the Plan whose principal place of business is 6720 College, Beaumont, Texas 77707.

4. The Plan has been approved as required by the laws of the State of Texas by each organization that is a party to the merger and by the governing documents of those organizations.

5. In lieu of providing a tax certificate, the newly created corporation, Allco, Inc., will be liable for the payment of the required franchise taxes.

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Secretary of State

6. This certificate of merger shall be effective on acceptance by and filing with the Texas Secretary of State.


7. The undersigned sign this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Executed this the 27th day of June, 2007.


PARTNERSHIP:

ALLCO, LTD.

By: T. W. Harrison, L.L.C.,
General Partner

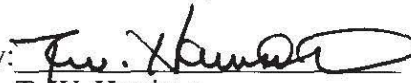
By: 
T. W. Harrison,
President

By: E. R. Allen, L.L.C.,
General Partner

By: 
E. R. Allen,
President

COMPANIES:

T. W. HARRISON, L.L.C.

By: 
T. W. Harrison,
Its President

E. R. ALLEN, L.L.C.


By: 
E. R. Allen,
Its President

EXHIBIT "A"
PLAN OF MERGER FOR
ALLCO, LTD., A TEXAS LIMITED PARTNERSHIP

This Plan of Merger is entered into on June 20, 2007, by Allco, Ltd., a Texas limited partnership, and each of its general partners, T. W. Harrison, L.L.C., a Texas limited liability company, and E. R. Allen, L.L.C., a Texas limited liability company (each of said limited liability companies being hereinafter referred to individually as "Company" or collectively as the "Companies"), which are merging into a Texas corporation organized under the laws of the State of Texas, under the provisions of Section 368(a)(1)(f) of the Internal Revenue Code (the "Code"), as a tax free "F" Reorganization and under Chapter 10 of the Texas Business Organization Code as follows:

1. Allco, Ltd., a Texas limited partnership (the "Partnership"), and each of the Companies hereby adopts this plan of merger whereby the Partnership and the Companies shall merge into Allco, Inc., a Texas corporation (the "Corporation"), which is to be created under this Plan.

2. The Partnership and each of the Companies shall cease to exist as a result of the merger and the only surviving organization shall be the Corporation. The Corporation shall succeed to all of the rights, title, and interest to all property owned by the Partnership and the Companies, without any further act and without transfer or assignment having occurred, but subject to any existing liens or other encumbrances on the property. The Corporation also will be subject to all of the debts and obligations of the Partnership and the Companies, except as otherwise provided by law or contract, and only the Corporation will be liable for such debts and obligations. The Partnership has elected to be taxed and treated as a corporation under the provisions of the Code and has elected Subchapter S status under the Code. Each of the Companies is a disregarded entity under the Code. For purposes of the "F" Reorganization, the sole members of each of the Companies is an owner of the Partnership and each of the limited partners of the Partnership is an owner who shall receive the same ownership interest in the Corporation as such limited partners and members now own in the Partnership as hereinafter provided.

3. Each limited partner of the partnership and each member of each Company shall receive ten (10) shares of stock of the Corporation for each one percent (1.0%) ownership interest in the Partnership owned by such limited partner or such member's Company on the completion of the merger. The Corporation shall issue 1,000 shares of \$1.00 par value common stock pursuant to this plan of merger and F Reorganization and the owners and their ownership in the Partnership before the merger shall be identical to the shareholders and their ownership in the Corporation after the merger for federal tax purposes and under state law and the business of the Partnership shall be carried on unchanged by the Corporation.

4. Collectively, the sole members of each Company shall be the board of directors of the Corporation.

5. A copy of the certificate of formation of the Corporation is attached as Exhibit "A" to this Plan.

6. The merger will become effective on filing of a certificate of merger with the Texas Secretary of State.


7. This plan of merger may be terminated at any time prior to effective date of this merger by a resolution adopted by the general limited partners of the Partnership and the members of the Companies.

Executed this the 20th day of June, 2007.

PARTNERSHIP:

ALLCO, LTD.

By: T. W. Harrison, L.L.C.,
General Partner

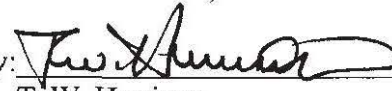
By: 
T. W. Harrison,
President

By: E. R. Allen, L.L.C.,
General Partner

By: 
E. R. Allen,
President

COMPANIES:

T. W. HARRISON, L.L.C.

By: 
T. W. Harrison,
Its President

E. R. Allen, L.L.C.


By: 
E. R. Allen,
Its President

EXHIBIT "A"
CERTIFICATE OF FORMATION
OF
ALLCO, INC.

ARTICLE ONE

The filing entity being formed is a for-profit corporation. The name of the entity is Allco, Inc.

ARTICLE TWO

The purpose or purposes for which the corporation is organized shall be, or shall include, the transaction of any or all lawful business for which for-profit corporations may be incorporated under the Texas Business Organization Code.

ARTICLE THREE

The aggregate number of shares which the corporation shall have the authority to issue is Nine Hundred Thousand (900,000) Shares of the Par Value of One and No/100 Dollars (\$1.00) each.

ARTICLE FOUR

The Corporation is being created pursuant to a plan of merger whereby Allco, Ltd., a Texas limited partnership, and its general partners shall merge into the corporation which shall be the only surviving organization.

ARTICLE FIVE

The initial registered agent is an individual resident of the state whose name is T. W. Harrison. The business address of the initial registered agent and registered office address is 6720 College, Beaumont, Texas 77707.

ARTICLE SIX

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for any act or omission in his or her capacity as a director, except to the extent otherwise expressly provided by a statute of the State of Texas. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation of the personal liability of a director of the corporation existing at the time of the repeal or modification.

ARTICLE SEVEN

The number of Directors constituting the initial Board of Directors is two (2), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>Name:</u>	<u>Address:</u>
E. R. Allen	P. O. Box 3684 Beaumont, Texas 77704
T. W. Harrison	P. O. Box 3684 Beaumont, Texas 77704

ARTICLE EIGHT

The name and address of the organizer of this corporation is:

<u>Name:</u>	<u>Address:</u>
C. Scott Mann, Jr.	P.O. Box 4915 Beaumont, Texas 77704

ARTICLE NINE

This document becomes effective when this document is filed by the Texas Secretary of State.

ARTICLE TEN

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument on this the ____ day of _____, 2007.

C. SCOTT MANN, JR.

CERTIFICATE OF FORMATION

OF

ALLCO, INC.

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Secretary of State of Texas

JUN 28 2007

Corporations Section

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Name:

Address:

E. R. Allen

P. O. Box 3684
Beaumont, Texas 77704

T. W. Harrison

P. O. Box 3684
Beaumont, Texas 77704

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Name:

Address:

C. Scott Mann, Jr.

P.O. Box 4915
Beaumont, Texas 77704

ARTICLE NINE

This document becomes effective when this document is filed by the Texas Secretary of State.

ARTICLE TEN

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument on this the 27th day of June, 2007.


C. SCOTT MANN, JR.

June 26, 2007

C. Scott Mann, Jr.
Germer Gertz, L.L.P.
P. O. Box 4915
Beaumont, Texas 77704

Re: Allco, Inc.


Dear Mr. Mann:

This is to advise you that the undersigned consents to the use by you of the name of Allco, Inc. for a new Texas corporation.

Sincerely yours,

ALLCO, LTD.

By: T. W. Harrison, L.L.C., general partner

By: 
T. W. Harrison,
Its President